

ARTICLE I - PRINCIPAL OFFICE

The principal office of the **Brevard County Association for Women Lawyers (BCAWL)** shall be designated by the President of the Association.

ARTICLE II - MEETINGS

There shall be at least one meeting each year of this Association to be held at such time and place as may be decided by the Board of Directors from year-to-year. Such meeting shall be called by notice mailed, faxed, or e-mailed to the members of the Association upon order of the Board of Directors through the President.

Special meetings of the Association may be called by the President or by any three members of the Board of Directors or by ten (10) members of the Association, provided notice is communicated by mail, fax, or e-mail to the members of the Association of the time and place of such meeting and the purpose of such meeting at least ten (10) days prior thereto.

ARTICLE III – MEMBERSHIP

Section 1. Full Members: Members in good standing of the bar of any state shall be eligible for full membership in this Association upon acceptance of application and payment of dues. A special membership is provided for law school graduates anticipating membership in a state bar. Persons enrolled in a law school program working towards a Juris Doctor or foreign equivalent can become student members of **BCAWL**.

Section 2. Honorary Member: Any lawyer, distinguished in the profession, upon approval by the majority vote of the Board of Directors, may be enrolled as an Honorary member. Honorary members shall not be entitled to vote or hold office.

ARTICLE IV – FISCAL YEAR

The fiscal year of this Association shall be from July 1 to June 30.

ARTICLE V – DUES

Section 1: Annual dues for members shall be determined by the Board of Directors at its discretion.

Section 2: Dues are payable on or before July 1st of each year. No member shall be in good standing or be qualified to exercise a vote after September 1st of any fiscal year whose dues for the current fiscal year are not paid.

ARTICLE VI – OFFICERS

Section 1: The officers of this Association shall be a President, a President Elect, a Secretary, a Treasurer, a FAWL Representative, a representative to the Brevard County Bar Association/ YLD, a Membership Director, a Publication and Public Relations Director, and a CLE/ Philanthropy Director, all of which shall constitute the Board of Directors. Their term of office shall be as

described below, or until their successors have taken office. If any of these officers are co-chaired, each co-officer is entitled to one vote.

Section 2: The **President** shall preside at all meetings of the Association and of the Board, shall create all necessary committees not provided for elsewhere herein and appoint the chairs thereof, and shall perform the usual duties incumbent upon a President. The term is for one year.

Section 3: The **President Elect** shall perform duties of the President in the absence of the President and other duties as directed by the President and shall succeed to the office of the President upon the expiration of the President's term. The President Elect shall be responsible for overseeing all committees. The President Elect shall be in charge of and responsible for all programs of **BCAWL**, including monthly meetings and including the annual Judicial Reception and the annual Judicial Assistants' Luncheon. In the event the office of the President shall become vacant, the President Elect shall serve in the place of the President for the unexpired term.

Section 4: The **Secretary** shall keep a record of meetings of the Association, if so directed by the President, and of the Board of Directors, shall send out notices at the request of the President or any three members of the Board, or any ten members of the Association, shall attend to such correspondence as necessary for the Association and shall perform such other duties as requested by the President or Board.

Section 5: The **Treasurer** shall collect and disburse all funds of the Association, as directed by the Board of Directors, shall maintain accurate books of account for the Association, and shall maintain membership records. The Treasurer shall create financial reports on a regular basis, if so directed by the President, and/or the Board of Directors.

Section 6: The **FAWL Representative** shall act as liaison between the Association and the Florida Association of Women Lawyers. The FAWL Representative shall represent **BCAWL** by attending all FAWL meetings, or by designating a substitute to attend.

Section 7: The **Brevard County Bar Association/YLD Representative** shall act as a liaison between the Association and the Brevard County Bar Association and shall represent **BCAWL** by attending all BCBA meetings, or by designating a substitute to attend.

Section 8: The **Membership Director** shall be responsible for encouraging membership in the Association, membership retention, for the annual membership reception and the membership directory, and shall have such other responsibilities as are delegated by the President and the Board.

Section 9: The **Publication and Public Relations Director** will be responsible for producing and distributing a newsletter in a timely fashion to the membership, and is responsible for ensuring **BCAWL** has an article and/or announcements in each newsletter of the Brevard County

Bar Association. This officer will also be responsible for any press releases and other public relations activities.

Section 10: The **CLE/Philanthropy Director** will be responsible for and in charge of all philanthropic and charitable activities of the organization, and submit all CLE event applications to The Florida Bar for approval, and shall have such other responsibilities as directed by the President and the Board of Directors.

Section 11: All vacancies shall be filled by the Board except as provided in Article VI, Sections 3 and 7.

Section 12: All other officers of this organization shall perform their duties as directed by the President and the Board of Directors.

Section 13: All officers shall be required to attend 75% of the Board of Directors' meetings called by the President. Attendance shall be required in person, with the exception of attendance by phone permitted without explanation for two (2) board meetings. Any additional attendance by phone should be on an as needed basis and a reason must be given and approved by the board. Further, all officers are required to attend 50% of the events of **BCAWL** for the year they are an officer. Any Board member's failure to meet the attendance obligations shall result in removal from office by a majority vote of the Board of Directors unless good cause is shown, either in person or in writing, with the decision made at the discretion of the Board.

ARTICLE VII - DUTIES OF OFFICERS:

Section 1.1: The **President** shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Governors. She shall be the principal executive officer of this association and shall:

- a) Supervise and control all of the business and affairs of this association.
- b) Preside at all meetings of members and of the Board of Governors.
- c) With the exception of the Nominating Committee, appoint all Chairpersons of Standing and Special Committees, subject to veto by two-thirds of the Executive Committee. Once appointed, Chairpersons of Standing and Special Committees shall serve at the pleasure of the President.
- d) Approve all members of the Conference of Delegates Committee.
- e) Fill vacancies in the Offices of Officers and Chairpersons of Standing Committees, and Special Committees subject to ratification by majority vote of the Board of Governors.
- f) Serve as ex-officio member of all Committees except the Nominating Committee.

Section 1.2: The **President-Elect** shall:

- a) Perform all duties of the President in the absence of the President.
- b) Guide the pre-planning of the coming year's activities.
- c) Succeed to the office of President should that office become vacant for any reason. In the event of such succession, the Office of President-Elect shall be and remain vacant, and such succeeding President shall serve as President for the next year.
- d) Automatically succeed without further election to the office of President at the beginning of the year following her or his election as President-Elect.
- e) Serve as Vice-Chairperson of the Nominating Committee.
- f) Serve as liaison officer with other organizations, provided, however, that in the event the President-Elect is unable to serve as such liaison, the President shall appoint another member of the Board of Governors to so serve.
- g) Serve in such capacities as assigned by the President.

Section 1.3: The Secretary shall:

- a) Keep the minutes of the regular meetings of members if requested to do so by the President.
- b) Keep and maintain the minute book of the association, including the Articles of Incorporation and Bylaws of the association and the minutes of the meetings of the Board of Governors, the Executive Committee, and the members, if requested to do so by the President.
- c) Have a copy of the Bylaws of the association present at all meetings of the Board of Governors.
- d) Take and make note of all actions by and resolutions of the Board of Governors of a continuing nature and incorporate such actions and resolutions into standing rules of this association and otherwise help effectuate such actions and resolutions.
- e) Serve in such capacities as assigned by the President.

Section 1.4: The Treasurer shall:

- a) Have custody of and be responsible for the receipts, disbursements, and safekeeping of all funds and other assets of this association, if requested to do so by the President.
- b) Pay all bills upon authorization of the Board of Governors, if requested to do so by the President.
- c) Ensure that the association maintains its books and records on a cash receipts and disbursements method in accordance with generally accepted accounting principles and

in compliance with all Federal, State, and local rules and regulations applicable to this association, including, but not limited to, those regarding tax exempt organizations.

d) Cause to be prepared and filed when due any and all Federal, State, and local tax returns and reports required to be filed by this association and to report the results of any tax audit to the Board of Governors.

e) Serve in such capacities as assigned by the President.

Section 1.5: The FAWL Representative shall:

a) Attend, or ensure a substitute BCAWL Board member attends, all FAWL meetings (4 per year).

b) Act as liaison between FAWL and BCAWL including:

-Ensure all announcements are reported back to BCAWL Board.

-Ensure all BCAWL announcements are reported to FAWL.

-Keep BCAWL Board up-to-date on upcoming FAWL events and opportunities.

c) Work with BCAWL Board to nominate any members who qualify and are approved by the board for any awards from FAWL.

d) Work with BCAWL Board to plan events and apply for any available FAWL grant monies.

e) Serve in such capacities as assigned by the President.

Section 1.6: The Brevard County Bar Association/YLD Representative shall:

a) Attend and/or review minutes of BCBA/YLD meetings.

b) Act as liaison between BCBA/YLD and BCAWL including:

-Ensure all announcements are reported back to BCAWL Board.

-Ensure all BCAWL announcements are reported to BCBA.

-Keep BCAWL Board up-to-date on upcoming BCBA events.

-Give an updated calendar at each board meeting.

c) Work with Publications Director to ensure BCAWL's article is submitted for publication in the BCBA Ex Parte on time and in the correct format

d) Serve in such capacities as assigned by the President.

Section 1.7: The Membership Director shall:

a) Keep BCAWL's membership list up to date through communication with FAWL.

b) Welcome each new member after joining BCAWL.

- c) Work with the treasurer to ensure all membership dues are paid to FAWL and BCAWL.
- d) Plan the annual Membership drive in March, when dues include remainder of the year and the following fiscal year.
- e) Send renewal notices in May and/or June to all current members as well as set up reminders.
- f) Serve in such capacities as assigned by the President.

Section 1.8: The Publications and Public Relations Director Communications Officer shall:

- a) Supervise the communication functions for the organization, including production of the newsletter, subject to direction from the President.
- b) Solicit articles from members and Board members from inclusion in the newsletter.
Solicit advertising and/or sponsorship for the newsletter.
- c) Supervise the production of the web page for the organization.
- d) Coordinate other publicity for the organization, including press releases subject to direction from the President.
- e) Serve in such capacities as assigned by the President.

Section 1.9: The CLE/Philanthropy Director shall:

- a) Ensure application for CLE credit is filled out properly and sent to the Florida Bar for approval in a timely manner.
- b) Collect the names of the attendees at all CLE events for reporting purposes. Report the names to the Florida Bar to ensure attendees receive credit and email attendees CLE credit has been sent and/or CLE approval number to self-report
- c) Organize and plan Fall and Spring philanthropy events. Work with board members to apply for available grants.
- d) Serve in such capacities as assigned by the President.

Section 1.10: The Immediate Past President shall be available at all reasonable times to assist the President in an advisory capacity as well as to serve as ex-officio officer of this association and as Chairperson of the Nominating Committee.

ARTICLE VIII – ELECTION OF OFFICERS

Section 1: A **nominating committee** shall slate officers for each Association year. The nominating committee shall accept letters of interest for a position on the Board of Directors up

to April 1 of each year. The nominating committee shall consist of: the President, the immediate Past President, the President Elect, and two other members at large to be selected, one by the President Elect and one by the current President, by February 1 of each year. The members at large shall serve one term and shall not be eligible for an office on the Board of Directors during their term on the nominating committee. The Past President shall chair this committee.

Section 2: The officers slated by the nominating committee shall be published in the newsletter immediately prior to the May meeting. Any member desiring to run against the published slate, must submit their name to be placed on the ballot to the chair of the nominating committee no later than May 15. The ballot will then be submitted to the membership prior to the May meeting. Ballots must be returned no later than June 10 to the chair of the nominating committee. A majority of the ballots returned shall elect the officers to serve in each office. In the event a majority is not obtained on the first ballot, the two candidates receiving the highest number of votes shall be voted upon again, and the one receiving the highest number of votes in the run-off shall be elected.

Section 3: The officers shall assume the duties of their respective offices on July 1st or upon the vacation of the offices by their predecessors.

ARTICLE IX – QUORUM

Section 1: Ten members, at least two of whom are officers, shall constitute a quorum at any meeting of the Association.

Section 2: Four members of the Board of Directors shall constitute a quorum of that body.

ARTICLE X – AMENDMENT OF BYLAWS

These Bylaws may be amended at any meeting of the Association by a two-thirds (2/3) vote of the members voting, provided, however, that such amendment or amendments to be voted upon shall have been submitted in writing to each member of the Association at least thirty (30) days prior to the date of such meeting, and there is a quorum of the membership present at such meeting.

ARTICLE XI – PARLIAMENTARY PROCEDURE

Robert's Rules of Order, Revised, shall govern all meetings of this Association, where not inconsistent with the Constitution and Bylaws of this Association and where such Bylaws are silent.

ARTICLE XII - NON-DISCRIMINATION/ADA POLICY

It is the policy of the Brevard County Association for Women Lawyers (BCAWL) to hold meetings in those facilities that do not discriminate on the basis of race, gender, sexual orientation, national origin, physical or mental disability, or religion. BCAWL will engage in good faith interactive process with any member or invitee to determine if a reasonable accommodation is needed and will make reasonable efforts to provide such accommodations.